LINCOLN NATIONAL CORP

Form 4

February 26, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

SECURITIES Estimated av burden hours

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Form 4 or Form 5 obligations may continue.

See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Miller Douglas N			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			LINCOLN NATIONAL CORP [LNC]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director 10% Owner			
150 N. RADNOR-CHESTER ROAD			(Month/Day/Year) 02/24/2014	Officer (give title Other (specify below) VP & CAO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
(2)			Filed(Month/Day/Year)	Applicable Line)			
RADNOR, I	PA 19087		, , , , , , , , , , , , , , , , , , ,	_X_ Form filed by One Reporting Person Form filed by More than One Reporting			

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secui	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	02/24/2014		A	5,127 (1)	A	\$0	16,472.05	D	
Common Stock	02/24/2014		F	1,611 (2)	D	\$ 50.77	14,861.05	D	
Common Stock	02/24/2014		A	1,702 (3)	A	\$ 0	16,563.05	D	
Common Stock							4,626.86	I	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date curities (Month/Day/Year) equired) or sposed of) sstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option (Right to Buy)	\$ 50.77	02/24/2014		A	6,510	02/24/2015(4)	02/24/2024	Common Stock	6,510

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Miller Douglas N

150 N. RADNOR-CHESTER ROAD VP & CAO

RADNOR, PA 19087

Signatures

/s/ Nancy A. Smith, Attorney-in-Fact 02/26/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents settlement of performance share awards for the 2011-2013 performance cycle.
- (2) Tax withholding upon vesting of performance shares.
- (3) Grant of restricted stock units representing a contingent right to receive shares of LNC common Stock. The restricted stock units vest on February 24, 2017.
- (4) The option vests ratably over 3 years beginning on the first anniversary of the grant date.

Reporting Owners 2

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.